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10 Attorneys for Plaintiff and Counter-Defendant
VESTA STRATEGIES, LLC; Third Party
11 Defendant SINGLE SITE SOLUTIONS
CORPORATION; Third Party Defendant JOHN
12 TERZAKIS; Third Party Defendant B&B SPARCO
PROPERTIES, INC.

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN JOSE DIVISION

VESTA STRATEGIES, LLC,

CASE NO. C 07-06216 JW RS

Plaintiff,

**NOTICE OF MOTION AND MOTION TO
WITHDRAW AS COUNSEL OF RECORD
PURSUANT TO L. R. 11-5**

ROBERT E. ESTUPINIAN, GINNY ESTUPINIAN, MUTUAL VISION, LLC, MILLENNIUM REALTY GROUP, VESTA REVERSE 100, LLC, VESTA CAPITAL ADVISORS, LLC, CAROL-ANN TOGNAZZINI, EDMUNDO ESTUPINIAN, and HAYDEE ESTUPINIAN.

Date: October 20, 2008 (or the earliest date the Court can hear this matter)
Time: 9:00 A.M.
Department: Room 8, 4th Floor
Judge: The Hon. James Ware

Defendants.

AND RELATED COUNTERCLAIMS AND THIRD PARTY CLAIMS

NOTICE OF MOTION

1 PLEASE TAKE NOTICE THAT on October 20, 2008, at 9:00 a.m, in Courtroom 8 of
 2 this Court, or as early as the Court can hear this matter, we will move this Court for an order
 3 relieving McDermott Will & Emery LLP and its attorneys as counsel of record for
 4 Plaintiff/Counter Defendant Vesta Strategies, LLC and Third Party Defendants John Terzakis,
 5 Single Site Solutions Corporation, and B&B Sparco Properties, Inc. (collectively, the "Clients").

MOTION

8 The grounds for this motion are as follows:

9 1. McDermott Will & Emery LLP worked actively on the Clients' behalf in this
 10 matter, including without limitation preparing and filing numerous pleadings, participating in
 11 conferences with counsel, and participating in discovery.

12 2. McDermott Will & Emery LLP has discussed this withdrawal with the Clients and
 13 their Illinois lawyers Murphy & Hourihane, L.L.C., and have explained the Clients' options. The
 14 Clients are working with their Illinois lawyers, Murphy & Hourihane, L.L.C., to obtain California
 15 counsel to represent them in this case.

16 3. Because revealing the facts and details on which this motion is based would
 17 involve disclosure of client confidences, McDermott Will & Emery LLP represents and certifies
 18 to the Court that good grounds for withdrawal exist under one or more of the grounds specified in
 19 California Code of Professional Responsibility, Rule 3-700(C).

20 4. If the Court insists on a further factual showing as a condition of granting this
 21 motion, McDermott Will & Emery LLP will supply the Court with an affidavit that is sealed and
 22 shown only to the clients and the Court, or will testify in chambers in a hearing attended only by
 23 the Court, McDermott Will & Emery LLP, the Clients, and the court reporter, with the transcript
 24 to be sealed until further order of the Court, or whatever other method is acceptable to the Court
 25 that will not breach client confidences.

26 5. As explained in the Affidavit of Paul E. Chronis filed with this motion, the Clients
 27 and their Illinois attorneys were served with a copy of this motion in the best possible manner by
 28 mail, facsimile, and e-mail.

6. If this motion is granted, the Clients may be served with notices and papers at the law firm of Murphy & Hourihane, L.L.C., 77 West Wacker Drive, Suite 4800, Chicago, Illinois 60601, attention Eugene E. Murphy, Esq. and John N. Hourihane, Esq.

SUPPORTING PAPERS

This motion is based on the pleadings and papers on file in this action, this Notice of Motion and Motion, the Affidavit of Paul E. Chronis, and whatever evidence and argument is presented at the hearing of this motion.

Dated: July 16, 2008

Respectfully submitted,

McDERMOTT WILL & EMERY LLP

By: /s/ Paul E. Chronis
Paul E. Chronis

Attorneys for Plaintiff and Counter Defendant VESTA STRATEGIES, LLC; Third Party Defendant SINGLE SITE SOLUTIONS CORPORATION; Third Party Defendant JOHN TERZAKIS; Third Party Defendant B&B SPARCO PROPERTIES, INC.

**AFFIDAVIT OF PAUL E. CHRONIS IN SUPPORT OF
MOTION FOR WITHDRAWAL OF COUNSEL**

I, Paul E. Chronis, declare as follows:

1. I am an attorney at the law firm of McDermott Will & Emery LLP. McDermott Will & Emery LLP agreed to represent Plaintiff/Counter Defendant Vesta Strategies, LLC and Third Party Defendants John Terzakis, Single Site Solutions Corporation, and B&B Sparco Properties, Inc. (collectively, the “Clients”) in the above-captioned matter.

2. Prior to and since appearing as counsel of record, McDermott Will & Emery LLP worked actively on the Clients' behalf, including without limitation preparing and filing numerous pleadings, participating in conferences with counsel, and participating in discovery.

3. I have advised the Clients to find other counsel to represent them in this matter. The Clients have retained the law firm of Murphy & Hourihane, L.L.C. to represent them as Illinois counsel, and are currently in the process of engaging California counsel to substitute in as their counsel in this matter.

4. Because revealing the facts and details on which this motion is based would involve disclosure of client confidences, I hereby represent and certify to the Court that good grounds for withdrawal exist under one or more of the grounds specified in California Code of Professional Responsibility, Rule 3-700(C).

5. If the Court insists on a further factual showing as a condition of granting this motion, McDermott Will & Emery LLP will supply the Court with an affidavit that is sealed and shown only to the client and the Court or will testify in chambers in a hearing attended only by the Court, the client, McDermott Will & Emery LLP, and the Court reporter, with the transcript to be sealed until further order of the Court, or whatever other method is acceptable to the Court that will not breach client confidences.

6. I have served the Clients and their Illinois lawyers, Murphy & Hourihane, L.L.C. with a copy of the motion papers by U.S. mail, facsimile, and e-mail. I have discussed this motion with the Clients and their legal counsel at Murphy & Hourihane, L.L.C., explained the Clients' options, and urged the Clients to retain California counsel to represent them in this

1 matter, which I understand they are in the process of doing.

2 Executed on the 16th day of July, 2008 at Chicago, Illinois. I declare under penalty of
3 perjury under the laws of the United States that the foregoing is true and correct.

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5 _____/s/ Paul E. Chronis_____

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CERTIFICATE OF SERVICE

I, Paul E. Chronis, an attorney, certify that I caused a copy of the attached

NOTICE OF MOTION AND MOTION TO WITHDRAW AS COUNSEL OF RECORD

PURSUANT TO L. R. 11-5 to be served upon the following counsel of record via ECF Notice of

Electronic Filing on July 16, 2008:

Kevin Martin, Esq.
kmartin@randicklaw.com
Randick O'Dea & Tooliatos, LLP
5000 Hopyard Road, Suite 400
Pleasanton, CA 94588-3348
Telephone: 925.460.3700
Facsimile: 925.460.0969

David L. Olson, Esq.
dlo@hjmmlaw.com
Law Offices of David L. Olson
180 Grand Avenue, Suite 700
Oakland, CA 94612
Telephone: 510.835.0500
Facsimile: 925.835.2833

Alan Martini, Esq.
Amartini@smtlaw.com
Sheuerman, Martini & Tabari
1033 Willow Street
San Jose, CA 95125
Telephone: 408.918.3703
Facsimile: 408.295.9900

and on the following via e-mail, facsimile, and first-class U.S. mail, proper postage prepaid, on July 16, 2008:

Vesta Strategies, LLC
c/o Mr. John Terzakis
7450 Quincy Street
Willowbrook, Illinois 60527-5522

Mr. John Terzakis
7450 Quincy Street
Willowbrook, Illinois 60527

B&B Sparco Properties, Inc.
c/o Mr. John Terzakis
7450 Quincy Street
Willowbrook, Illinois 60527-5522

Single Site Solutions Corporation
c/o Mr. John Terzakis
7450 Quincy Street
Willowbrook, Illinois 60527-5522

/s/ Paul E. Chronis
Paul E. Chronis

MPK 144389-1.029407.0020